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*Attorneys for Plaintiffs and the Proposed Class*

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO AND OAKLAND DIVISION

THOMAS FERNANDEZ, LORA SMITH, and ) Case No. C-06-07339 CW  
TOSHA THOMAS, individually and on behalf )  
of a class of all other persons similarly situated. )

**Plaintiffs.**

**DECLARATION OF THOMAS  
FERNANDEZ IN SUPPORT OF  
PLAINTIFFS' OPPOSITION TO  
DEFENDANTS' MOTIONS FOR  
SUMMARY JUDGMENT**

vs.

K-M INDUSTRIES HOLDING CO., INC.;  
K-M INDUSTRIES HOLDING CO., INC.  
ESOP PLAN COMMITTEE; WILLIAM E.  
AND DESIREE B. MOORE REVOCABLE  
TRUST; TRUSTEES OF THE WILLIAM E.  
AND DESIREE B. MOORE REVOCABLE  
TRUST; CIG ESOP PLAN COMMITTEE;  
NORTH STAR TRUST COMPANY;  
DESIREE B. MOORE REVOCABLE TRUST;  
WILLIAM E. MOORE MARITAL TRUST;  
WILLIAM E. MOORE GENERATION-  
SKIPPING TRUST; and DESIREE MOORE,  
BOTH IN HER INDIVIDUAL CAPACITY  
AND AS TRUSTEE OF THE WILLIAM E.  
AND DESIREE B. MOORE REVOCABLE  
TRUST'S SUCCESSOR TRUSTS NAMED  
ABOVE.

Date: July 31, 2008  
Time: 2:30 p.m.  
Courtroom: 2, 4th Floor  
Judge: Hon. Claudia Wilken

## Defendants

THOMAS FERNANDEZ DECLARATION IN SUPPORT OF OPPOSITION TO SUMMARY JUDGMENT  
MOTIONS  
[Case No. C-06-07339 CW ]

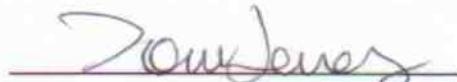
1 I, Thomas Fernandez, declare as follows:

2 1. I am a Plaintiff in this action and have personal knowledge of the facts contained in  
3 this declaration and, if called to testify, will testify as set forth below.

4 2. To the best of my recollection, I was not informed by California Insurance Group  
5 or Kelly-Moore Industries Holding Co., Inc. that there were a large number of asbestos cases filed  
6 against Kelly-Moore Paint by 1999. To the best of my recollection, I was also not informed by  
7 California Insurance Group or Kelly-Moore Industries Holding Co., Inc. whether the valuation for  
8 the 1999 ESOP transaction accounted for Kelly-Moore's asbestos liabilities. In addition, I was  
9 never told by California Insurance Group or Kelly-Moore Industries Holding Co., Inc. that there  
10 was another 1999 valuation of California Insurance Group which concluded that the ESOP could  
11 negotiate a lower fair market value than the price actually paid.

12 3. Prior to joining this lawsuit, I did not know what steps defendant North Star had  
13 (or had not) taken to remedy the fiduciary violations alleged against Mr. Moore and the other  
14 ESOP fiduciaries.

15  
16 I declare under penalty of perjury that the foregoing is true and correct. Executed on July  
17 9, 2008 at San Diego, California.

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19 Thomas Fernandez  
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